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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF PRESENTMENT OF JOINT STIPULATION AND AGREED ORDER
COMPROMISING PROOF OF CLAIM NUMBER 11047
(JPMORGAN CHASE BANK, N.A.)

PLEASE TAKE NOTICE that on July 25, 2006, JPMorgan filed proof of claim number 11047 (the "Claim") against Delphi Corporation ("Delphi") asserting, on behalf of itself and the other lenders party to the Prepetition Credit Agreement (defined below), among other things, a liquidated secured claim in an amount not less than \$2,495,820,240.56, on account of principal, interest and fees owing under that certain Third Amended And Restated Credit Agreement, dated as of June 14, 2005 (the "Prepetition Credit Agreement") and related loan documents, and a contingent, unliquidated claim for certain indemnification obligations set forth in the Prepetition Credit Agreement and related loan documents (the "Indemnification Obligations").

PLEASE TAKE FURTHER NOTICE that the Order Under 11 U.S.C. §§ 105, 361, 362, 363, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), And 364(e) And Fed. R. Bankr. P. 2002, 4001 And 6004(g)(I) Authorizing Debtors To Obtain Post-Petition Financing And (II) Authorizing Debtors To Refinance Secured Post-Petition Financing And Prepetition Secured Debt entered by this Court on January 5, 2007 (Docket No. 6461) (the "Refinancing Order"), authorized the Debtors to irrevocably repay in full all outstanding obligations due and payable under the Prepetition Credit Agreement which they did on January 9, 2007.

PLEASE TAKE FURTHER NOTICE that the Debtors and the Claimant have executed a Joint Stipulation And Agreed Order Compromising Proof Of Claim Number 11047 (JPMorgan Chase Bank, N.A.) (the "Joint Stipulation").

PLEASE TAKE FURTHER NOTICE that, pursuant to the Joint Stipulation, the Debtors and the Claimant have agreed to compromise the Claim as follows:

1. The liquidated amount of the Claim shall be modified and reduced to \$0.00 to reflect the satisfaction of all outstanding amounts due and owing as described above.

2. The unliquidated portion of the Claim for Indemnification Obligations shall continue as a timely filed proof of claim and the amount of the Claim shall be listed as \$0 because no such Indemnification Obligations have been asserted as of the date hereof; provided that JPMorgan shall be entitled to assert claims for Indemnification Obligations and seek payment thereof to the extent as provided in paragraph 11 of the Refinancing Order. The rights of JPMorgan (and the lenders on whose behalf the Claim was made) and the Debtors' defenses with respect to the Indemnification Obligations are fully preserved and not in any way impaired or altered by virtue of this Joint Stipulation.

PLEASE TAKE FURTHER NOTICE that the Debtors will present the Joint Stipulation for consideration at the hearing scheduled for November 16, 2007, at 1:00 p.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York.

Dated: New York, New York
November 9, 2007

SKADDEN, ARPS, SLATE, MEAGHER
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